

CHICAGO AND



TRANSPORTATION COMPANY

March 23, 1982

File No. A-9213

RECORDATION NO. 7642-C

Filed 1425

2-084A136

MAR 25 1982-3 To Pivi

No.

MAR 25 1982

Date.....

INTERSTATE COMMERCE COMMISSION

Fee \$..10.00

ICC Washington, D. C.

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

JOAN A. SCHRAMM
J. S. EDWARDS
FRANCES L. TURNER
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER

312/559-6165


Dear Ms. Mergenovich:

Pursuant to Section 11303 (formerly 20c) of the Interstate Commerce Act, as amended, enclosed for recordation are Counterparts of Termination Agreement dated as of March 1, 1982 for equipment under Lease of Railroad Equipment dated April 15, 1974 between North Western Leasing and Allied Products Finance Corporation which was assigned Recordation No. 7642-A.

Enclosed is our check in the amount of \$10.00 to cover your recording fee. Please retain one Counterpart for your files and return the remaining Counterparts each showing your recordation data.

Please record this document subsequent to the Conditional Sale Agreement dated as of March 1, 1982, between North Western Leasing Company and Chicago and North Western Company and Agreement and Assignment dated as of March 1, 1982, between North Western Leasing Company and Citibank, N.A.

Sincerely,


J. S. Edwards
Assistant Secretary

JSE/baf

Encl.

cc: R. D. Smith
J. D. O'Neill
G. R. Charles G-206
D. E. Stockham
R. F. Guenther

MAR 25 1982-3 10 PM

INTERSTATE COMMERCE COMMISSION

TERMINATION AGREEMENT

TERMINATION AGREEMENT dated as of March 1, 1982 between Allied Products Finance Corporation (the Lessee) and North Western Leasing Company (the Lessor).

WHEREAS, the Lessor and the Lessee entered into a Lease of Railroad Equipment dated as of April 15, 1974 (the Lease) covering 25 SD 40-2 3000 H.P. locomotives bearing Chicago and North Western Transportation Company road numbers 6866 to 6890, both inclusive (the Equipment), which was filed with the Interstate Commerce Commission (ICC) on September 17, 1974 at 10:00 a.m. and assigned ICC Recordation No. 7642-A;

WHEREAS, the Lessor and the Lessee wish to terminate the Lease and file with the ICC evidence of such termination;

NOW, THEREFORE, in consideration of the agreements hereinafter contained, the parties hereto do hereby agree as follows:

1. The Lease is hereby terminated and shall have no further force and effect.

2. The Lessor acknowledges that the Lessee has satisfied all its obligations under the Lease.

3. The Lessee acknowledges that it has no further rights in the Lease or in the Equipment, but agrees that it shall remain liable to the Lessor to perform its obligations under any other agreements between it and the Lessor with respect to tax matters relating to the Equipment.

4. This Agreement may be executed in any number of counterparts, each of which counterparts when so executed shall be deemed an original, and such counterparts together shall constitute but one and the same contract. Although this Agreement is dated, for convenience, as of the date first set forth above, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments annexed hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by their officers, thereunto duly authorized, and their respective corporate seals to be hereunto affixed, duly attested, all as of the date first above written.

ALLIED PRODUCTS FINANCE CORPORATION

By Edward E. Carlson

Title VP - Finance

[Corporate Seal]

ATTEST:

David B. Conine
Assistant Secretary

NORTH WESTERN LEASING COMPANY

By J. R. B. Smith

Title Vice President

[Corporate Seal]

ATTEST:

[Signature]
Assistant Secretary

STATE OF ILLINOIS,
COUNTY OF COOK,

)
SS:

On this 23rd day of March 1982, before me personally appeared E.E. CARLSON, to me personally known who, being by me duly sworn, says that he is a VICE PRESIDENT - FINANCE of ALLIED PRODUCTS FINANCE CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Mark E. Dwyer
Notary Public

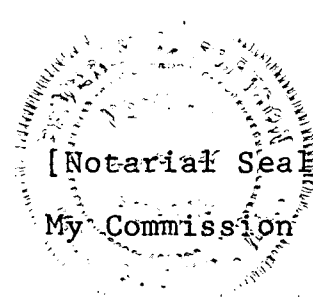
[Notarial Seal]

My Commission expires: 12-17-84

STATE OF ILLINOIS,
COUNTY OF COOK,

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SS:

On this 24th day of March, 1982, before me personally appeared T.A. Tingloff, to me personally known, who, being by me duly sworn says that he is a Vice President of NORTH WESTERN LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Severly A. Horton
Notary Public

[Notarial Seal]

My Commission expires 2/18/84